

EXHIBIT A

PROPOSED ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>,)	Case No. 01-1139 (KJC)
)	
Reorganized Debtors.)	
)	

**ORDER GRANTING SECOND QUARTERLY AND FINAL FEE APPLICATION
OF TOWERS WATSON DELAWARE INC., ACTUARIAL CONSULTANTS TO
DAVID T. AUSTERN, FORMER ASBESTOS PI FUTURE CLAIMANTS'
REPRESENTATIVE, AND ROGER FRANKEL, SUCCESSOR ASBESTOS PI
FUTURE CLAIMANTS' REPRESENTATIVE, FOR COMPENSATION OF
SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL AND
NECESSARY EXPENSES INCURRED FOR THE SECOND QUARTERLY
PERIOD FROM JANUARY 1, 2014 THROUGH FEBRUARY 3, 2014
AND THE FINAL FEE PERIOD
FROM OCTOBER 29, 2004 THROUGH FEBRUARY 3, 2014**

Towers Watson Delaware Inc. ("Towers Watson"), the actuarial consultants to David T. Austern, Former Asbestos PI Future Claimants' Representative, and Roger Frankel, Successor Asbestos PI Future Claimants' Representative, appointed in the above-captioned cases, filed a combined second quarterly and final fee application for allowance of compensation and reimbursement of expenses for the second quarterly period from January 1, 2014 through February 3, 2014 and for the final fee period from October 29, 2004 through February 3, 2014 (collectively, the "Final Fee Application"). The Court has reviewed the Final Fee Application and finds that:

- (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334;
- (b) notice of the Final Fee Application, and any hearing on the Final Fee Application, was adequate under the circumstances;

(c) all persons with standing have been afforded the opportunity to be heard on the Final Fee Application.

Accordingly, it is hereby

ORDERED that the Final Fee Application is GRANTED on a final basis in the amount of \$3,673,654.50 in fees and \$53,453.96 in expenses, for a total award of \$3,727,108.46 for services rendered and expenses incurred by Towers Watson, for the period from October 29, 2004 through February 3, 2014.

Dated: _____, 2014

Honorable Kevin J. Carey
United States Bankruptcy Judge